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VIA ECF

May 21, 2012

Honorable Judge Richard H. Kyle
United States District Court
District of Minnesota
772 Federal Building
316 N. Robert Street
St. Paul, MN 55101

Re: *Robyn Smith, et al. v. Blitz USA., Inc., et al.* (Case No. 0:11-cv-01771)

Dear Judge Kyle:

I write in response to Plaintiff's letter of May 18, 2012 [Docket No. 87].

On May 10, 2012, the Court ordered Plaintiff to serve and file a new Amended Complaint pleading with specificity the citizenship of the new Defendants, Kinderhook Industries, LLC and Kinderhook Capital Fund II, L.P. (the "Kinderhook Defendants"). The information needed to answer the Court's request is simple. We need only establish whether Kinderhook Industries, LLC has any members who reside in Minnesota (it does not), and whether Kinderhook Capital Fund II, L.P. has any limited partners who reside in Minnesota (it does). With these facts established, Plaintiff can replead as directed by the Court. Plaintiff's counsel might not like the answer, but those are the facts. Discovery is not needed to establish them; the Kinderhook Defendants are willing to stipulate to them. If a stipulation is not adequate for the Court, then we would propose that Plaintiff propound a simple, one question interrogatory. The Kinderhook Defendants will then respond, as they did in the letter, and there will be a more than adequate basis to proceed.

With regard to the contention that there is some contradiction between our letter, dated in 2012, and an SEC filing, dated in 2006, a review of the Plaintiff's Exhibit B shows that any such argument is meritless. The SEC document was filed at the formation of Kinderhook

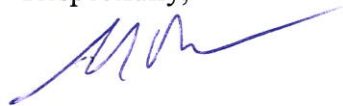
The Freshfields Bruckhaus Deringer US LLP partners include members of the Bars of the State of New York and the District of Columbia, Solicitors of the Supreme Court of England and Wales and Rechtsanwälte of Germany

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2|2

Capital Fund II, L.P. and does not purport to list the Fund's current limited partners. There is no contradiction.

Respectfully,

A handwritten signature in blue ink, appearing to read 'TH', with a long horizontal flourish extending to the right.

Timothy P. Harkness